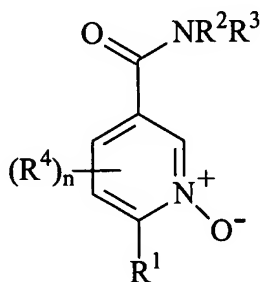


Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (Currently Amended) A compound having the structure (I):



(I)

and optical isomers, diastereomers, enantiomers and pharmaceutically acceptable salts thereof, wherein

R^1 is selected from halogen, substituted or unsubstituted alkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted carbocycle aliphatic ring, substituted or unsubstituted heterocycle aliphatic ring, substituted or unsubstituted amino, hydroxy, hydrocarbyloxy, hydrocarbylthio or $\text{R}^5\text{-SO}_2\text{-}$, where R^5 is selected from hydrogen, halogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted carbocycle aliphatic ring, substituted or unsubstituted heterocycle aliphatic ring, substituted or unsubstituted amino, or hydroxy; R^5 and $\text{R}^5\text{-(C}_4\text{-C}_6\text{heteroalkylene)}$ where R^5 is selected from hydrogen, halogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted

~~or unsubstituted carbocycle aliphatic ring and substituted or unsubstituted heterocycle aliphatic ring, substituted or unsubstituted amino or hydroxy;~~

R^2 is hydrogen;

R^3 is substituted or unsubstituted aryl or substituted or unsubstituted aryl(alkylene);

R^4 is selected from halogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted carbocycle aliphatic ring, substituted or unsubstituted heterocycle aliphatic ring, substituted or unsubstituted amino, or hydroxy; and each occurrence of R^4 is independently selected from halogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted carbocycle aliphatic ring and substituted or unsubstituted heterocycle aliphatic ring, substituted or unsubstituted amino or hydroxy; and

n is 0 or 1; n is 0, 1, 2 or 3;

~~provided, however, that when R^3 is phenyl, R^4 can not be halogen at the 4-position of the pyridine ring, and that when n is 0, and R^3 is phenyl or phenyl substituted by methoxycarbonyl, R^4 can not be selected from R^5 where R^5 is hydrogen.~~

provided, however, that when R^3 is phenyl, R^4 can not be halogen at the 4-position of the pyridine ring.

2. - 4. (Cancelled)

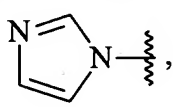
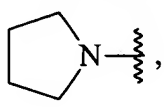
5. (Currently Amended) ~~A~~ The compound of ~~claim 4~~ claim 1 wherein R^1 is R^5 -SO₂- and R^5 is selected from alkyl, heteroalkyl, aryl, carbocycle, aryl(alkylene), and carbocycle(alkylene).

6. (Currently Amended) ~~A~~ The compound of claim 5 wherein, for R^5 , alkyl is C₁-C₁₀alkyl; heteroalkyl is C₁-C₁₀alkyl with 1, 2 or 3 heteroatoms selected from N, O and S;

aryl is phenyl, substituted phenyl, naphthyl or substituted naphthyl; carbocycle is C₃-C₈carbocycle; and alkylene is C₁-C₁₀alkylene.

7. (Currently Amended) A The compound of claim 5 wherein R¹ is selected from (C₁-C₆alkyl)SO₂-, PhSO₂-, fluorinatedphenylSO₂-, PhCH₂SO₂-, cyclopentylSO₂-, *m*-carboxyphenylSO₂-, *m*-methylphenylSO₂-, and HOOC-(C₁-C₄alkylene)SO₂-.

8. (Currently Amended) A The compound of claim 1 wherein R¹ is selected from halogen, amino, hydrocarbylamino, dihydrocarbylamino, hydrocarbyloxy, hydrocarbylthio, heterocyclyl, (heteroalkyl)amino, and (heteroaryl)amino.

9. (Currently Amended) A The compound of claim 7 wherein R¹ is selected from amino, (C₁-C₆alkyl)(C₁-C₆alkyl)amino, PhNH-, PhCH₂NH-, , , and HOCH₂CH₂NH-.

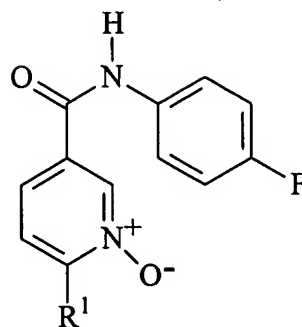
10. (Currently Amended) A The compound of claim 8 wherein R¹ is selected from halide halogen and (C₁-C₆alkyl)S-.

11. (Currently Amended) A The compound of claim 10 wherein R¹ is chloride.

12. (Cancelled)

13. (Currently Amended) A The compound of ~~claim 4~~ claim 1 wherein R³ is aryl.

14. (Currently Amended) A The compound of claim 1 having the structure (II)



(II).

15. (Currently Amended) A The compound of claim 14 wherein R¹ is selected from ~~(C₁-C₆alkyl)SO₂-~~ (C₁-C₆alkyl)SO₂-, PhSO₂-, fluorinatedphenylSO₂-, PhCH₂SO₂-, cyclopentylSO₂-, *m*-carboxyphenylSO₂-, *m*-methylphenylSO₂-, and HOOC-(C₁-C₄alkylene)SO₂-.

16. (Currently Amended) A The compound of ~~claim 4~~ claim 1 wherein R³ is benzyl or phenyl, the benzyl or phenyl having 0, 1, 2, 3 or 4 substituents selected from alkoxy, alkoxycarbonyl, alkyl, alkylamido, alkylcarbonyl, amido, benzyl optionally substituted with halogen, benzyloxy, carboxy, cyano, dialkylamido, haloalkyl, haloalkyloxy, halogen, hydroxy, nitro, oxoalkyl, phenyl optionally substituted with halogen, thioalkyl, thiocyanate, and thiohaloalkyl.

17. (Cancelled)

18. (Currently Amended) A compound of ~~claim 1~~ wherein ~~said compound is 6-Chloro-N-(4-fluoro-phenyl)-1-oxy-nicotinamide~~ that is 6-chloro-N-(4-fluorophenyl)-1-oxynicotinamide.

19. (Currently Amended) A compound of claim 1 wherein said compound is ~~N-(4-Fluoro-phenyl)-6-(2-hydroxy-ethylamino)-1-oxy-nicotinamide~~ that is N-(4-fluorophenyl)-6-(2-hydroxyethylamino)-1-oxynicotinamide.

20. (Currently Amended) A compound of claim 1 wherein said compound is ~~6-Bromo-N-(4-fluoro-phenyl)-1-oxy-nicotinamide~~ that is 6-bromo-N-(4-fluorophenyl)-1-oxynicotinamide.

21. (Currently Amended) A compound of claim 1 wherein said compound is ~~5,6-Dichloro-N-(4-fluoro-phenyl)-1-oxy-nicotinamide~~ that is 5,6-dichloro-N-(4-fluorophenyl)-1-oxynicotinamide.

22. (Currently Amended) A compound of claim 1 wherein said compound is ~~6-Ethanesulfonyl-N-(4-fluoro-phenyl)-1-oxy-nicotinamide~~ that is 6-ethanesulfonyl-N-(4-fluorophenyl)-1-oxynicotinamide.

23. (Currently Amended) A compound of claim 1 wherein said compound is ~~N-(4-Fluoro-phenyl)-1-oxy-6-(propane-2-sulfonyl)-nicotinamide~~ that is N-(4-fluorophenyl)-1-oxy-6-(propane-2-sulfonyl) nicotinamide.

24. (Currently Amended) A compound of claim 1 wherein said compound is ~~N-(4-Fluoro-phenyl)-6-methanesulfonyl-1-oxy-nicotinamide~~ that is N-(4-fluorophenyl)-6-methanesulfonyl-1-oxynicotinamide.

25. (Currently Amended) A compound of claim 1 wherein said compound is ~~6-Benzenesulfonyl-N-(4-fluoro-phenyl)-1-oxy-nicotinamide~~ that is 6-benzenesulfonyl-N-(4-fluorophenyl)-1-oxynicotinamide.

26. (Currently Amended) A compound of claim 1 wherein said compound is ~~N-(4-Fluoro-phenyl)-1-oxy-6-phenylmethanesulfonyl-nicotinamide~~ that is N-(4-fluorophenyl)-1-oxy-6-phenylmethanesulfonylnicotinamide.

27. (Currently Amended) A compound of claim 1 wherein said compound is ~~6-Chloro-N-(3-chloro-4-fluoro-phenyl)-1-oxy-nicotinamide~~ that is 6-chloro-N-(3-chloro-4-fluorophenyl)-1-oxynicotinamide.

28. (Currently Amended) A compound of claim 1 wherein said compound is ~~6-Chloro-N-(4-iodo-phenyl)-1-oxy-nicotinamide~~ that is 6-chloro-N-(4-iodophenyl)-1-oxynicotinamide.

29. (Currently Amended) ~~A~~ The compound of claim 1 wherein R¹ is selected from halogen, ~~heteroalkyl~~ hydrocarbyloxy, hydrocarbylthio, R⁵-SO₂- or substituted or unsubstituted amino, R² is H, R³ is aryl and ~~n is 0.~~ R⁴ is H.

30. (Previously Presented) A composition comprising a compound of claim 1 and a pharmaceutically acceptable carrier, adjuvant or excipient.

31.-44. (Cancelled)